

Firm Brochure
(Part 2A of Form ADV)



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This brochure provides information about the qualifications and business practices of Continuum Wealth Advisors, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at: 518-583-4050, or by email at: tsmith@contwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Continuum Wealth Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov

May 1, 2012

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

No material changes.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 518-583-4050 or by email at: tsmith@contwealth.com.

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Item 4: Advisory Business

Firm Description

Continuum Wealth Advisors, LLC ("CWA") was founded in 2010. Timothy Michael Smith is 100% owner.

CWA provides personalized, confidential financial planning and investment management to individuals, trusts, estates, charitable organizations, pension plans, and corporations. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, insurance review, investment management, education funding, retirement planning, and estate planning.

CWA is a fee based financial planning and investment management firm. The firm does not sell annuities, insurance, or other commissioned products, however the firm's IARs are affiliated with entities that sell insurance products.

Investment advice is an integral part of financial planning. In addition, CWA may also advise clients regarding general non-securities advice on topics that may include budgetary planning, estate planning and business planning.

CWA does not act as a custodian of client assets. CWA places trades for clients under a limited power of attorney.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

Types of Advisory Services

CWA provides investment supervisory services, also known as asset management services and furnishes financial planning and investment advice through consultations.

On more than an occasional basis, CWA furnishes advice to clients on matters not involving securities, such as budgetary planning, estate planning and business planning.

CWA provides investment advisory services to its clients on a discretionary and non-discretionary basis. The advisory services include, among other things, providing advice regarding asset allocation and the selection of investments. Account management or supervision is guided by the stated objectives of the client. In addition, CWA considers the client's risk profile and financial status prior to making any recommendations.

As part of the investment advisory services CWA may provide a comprehensive financial plan consistent with the client's financial and tax status, in addition to their risk profile and return objectives at no additional cost which will be specified in the client agreement. CWA may also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

When both investment management or plan implementation and financial planning services are offered, there is a conflict of interest since there is an incentive for the IAR offering financial planning services to recommend products or services for which the IAR or related party may receive compensation. However, financial planning clients are under no obligation to act upon any recommendations of CWA or to affect any transactions through CWA.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

CWA does not currently participate in any wrap fee programs.

Client Assets under Management

As of December 31st, 2011, CWA has \$53,172,207 of client assets under management on a discretionary basis and \$31,991,438 on a non-discretionary basis.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

CWA bases its fees on a percentage of assets under management.

ASSET MANAGEMENT

Fees for these services will be based on a percentage of Assets Under Management as follows:

Annualized Fees		
Asset Value	Annual Fee*	Quarterly Fee
\$0 to \$1,000,000	1.00%	0.25%
\$1,000,001 to \$1,500,000	0.90%	0.23%
\$1,500,001 to \$2,000,000	0.80%	0.20%
Over \$2,000,000	0.60%	0.15%

****CWA has a minimum advisor fee of \$500 per year per household.***

Fees are paid quarterly in advance and are non-negotiable. Fees are due on the first day of the calendar quarter and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter.

Clients may cancel services within five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the investment

advisory agreement within thirty (30) days written notice. Any prepaid unearned fees will be refunded to the client.

Client Payment of Fees

Investment management fees are billed quarterly, in advance, meaning clients' accounts are charged within the first two weeks of the quarter for which it's being billed. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, stocks and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. CWA does not share in these additional fees.

Prepayment of Client Fees

For accounts managed by CWA, Client may cancel within five (5) business days of signing the Investment Advisory Agreement for a full refund. If cancellation occurs after five (5) business days, client will be entitled to a pro-rata refund for any unearned fees.

External Compensation for the Sale of Securities to Clients

IAR's of CWA may also be registered representatives of a broker-dealer. These practices represent conflicts of interest because it gives them an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that clients are not required to purchase any products. Clients have the option to purchase these products through another broker/dealer of their choosing.

Item 6: Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

CWA does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

CWA generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

CWA requires a household minimum of \$100,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of CWA. In addition, CWA may continue to service existing accounts that have values that are below the minimum.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

Security analysis methods may include charting analysis, fundamental analysis, and technical analysis. Investing in securities involves risk of loss that clients should be prepared to bear.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume.

The main sources of information include Morningstar software, financial newspapers and magazines, research materials prepared by others, corporate rating services and the internet.

Investment Strategy and Method of Analysis Material Risks

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Suitability Form or similar form that documents their objectives and their desired investment strategy.

Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk.

Other strategies may include long-term purchases, short-term purchases, and trading (securities sold within 30 days).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of CWA or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

IARs of CWA are not registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither CWA nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Managing Member, Timothy M. Smith is a licensed insurance agent. Approximately 5% of his time is spent as an insurance agent. From time to time, he will offer clients advice or products from this activity.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. Smith has a fiduciary responsibility to place the best interest of the client and clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

CWA does not recommend or select other investment advisors.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics Description

The employees of CWA have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of CWA employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of CWA. The Code reflects CWA and its supervised persons' responsibility to act in the best interest of their client.

One area in which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

CWA's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of CWA may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

CWA's Code is based on the guiding principle that the interests of the client are our top priority. CWA's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust

and confidence of our clients. When the conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to “access” persons. “Access” persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

CWA and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

CWA and its employees may buy or sell securities that are also held by clients. In order to avoid conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide CWA with copies of their brokerage statements.

The Chief Compliance Officer of CWA is Timothy M. Smith. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

CWA does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

CWA does not maintain custody of its clients' assets that it manages, although it may be deemed to have custody of a client's assets if withdrawal authority has been granted. Assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. CWA recommends that its clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. CWA is independently owned and operated and is not affiliated with Schwab. Schwab will hold assets in a brokerage account and buy and sell securities when instructed by a representative of Continuum Wealth. While CWA recommends that its clients use Schwab as the custodian/broker, the client will decide whether or not to do so and will open an account with Schwab by entering into

an account agreement directly with Schwab. CWA may assist in the act of establishing the account(s).

CWA seeks to use a custodian/broker who will hold its clients' assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. A wide range of factors were considered, including, among others:

- Reputation, financial strength, and stability
- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices.

Directed Brokerage

In circumstances where a client directs CWA to use a certain broker-dealer, CWA still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: CWA's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and conflicts of interests arising from brokerage firm referrals.

Best Execution

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. CWA reviews the execution of trades at each custodian each quarter.

Soft Dollar Arrangements

Schwab provides CWA and its clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help manage or administer CWA's clients' accounts, while others help to manage and grow its business. Schwab's support services generally are available on an unsolicited basis and at no charge.

Services That Benefit Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to

which CWA's clients might not otherwise have access or that would require a significantly higher minimum initial investment by its clients.

Services That May Not Directly Benefit Clients

Schwab also makes available to CWA other products and services that benefit the firm but may not directly benefit their clients or clients' account(s). These products and services assist the firm in managing and administering its clients' accounts. They include investment research, both Schwab's own and that of third parties. CWA may use this research to service all or a substantial number of its clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of fees from its clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting
- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs

CWA's Interest in Schwab's Services

The availability of these services from Schwab benefits CWA because it does not have to produce or purchase them. CWA does not have to pay for Schwab's services so long as its clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. The \$10 million minimum may provide incentive to recommend that clients maintain their account(s) with Schwab, based on CWA's interest in receiving Schwab's services that benefit its business rather than based on a client's interest in receiving the best value in custody services and the most favorable execution of his/her transactions. This is a conflict of interest. CWA believes, however, that its selection of Schwab as custodian and broker is in the best interests of its clients.

Aggregating Securities Transactions for Client Accounts

CWA is authorized in the investment advisory agreement in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of CWA. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed at least quarterly by Managing Member, Timothy M. Smith. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client and an additional review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive performance reports and account statements no less than quarterly for managed accounts. Account statements are issued by the Advisor's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

CWA receives no economic benefit from outside sources other than from Schwab in the form of the support products and services made available to CWA and other independent investment advisors whose clients maintain their accounts at Schwab.

Advisory Firm Payments for Client Referrals

CWA does not compensate for client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record or electronically at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by CWA.

Item 16: Investment Discretion

Discretionary Authority for Trading

CWA accepts discretionary authority to manage securities accounts on behalf of clients. CWA has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold and the custodian used. However, CWA consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

CWA does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in client accounts on a client's behalf so that CWA may promptly implement the investment policy that the client has approved in writing.

Item 17: Voting Client Securities

Proxy Votes

CWA does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, CWA will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because CWA does not serve as a custodian for client funds or securities and CWA does not require prepayment of fees of more than \$1200 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

CWA has no condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

Bankruptcy Petitions during the Past Ten Years

Neither CWA nor its management has had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

None to report

Supervised Person Brochure

Part 2B of Form ADV

Timothy M. Smith, AAMS®



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This brochure supplement provides information about Timothy Smith and supplements Continuum Wealth Advisors, LLC's brochure. You should have received a copy of that brochure. Please contact Timothy Smith if you did not receive continuum Wealth Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Timothy Smith is available on the SEC's website at www.adviserinfo.sec.gov.

May 1, 2012

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officers and Management Persons

Timothy M. Smith, AAMS®

Educational Background:

- Date of birth: 1967
- Attended Memphis State University and St. Rose College
- College for Financial Planning; Accredited Asset Management Specialist; 2004

Business Experience:

- Continuum Wealth Advisor, LLC; CEO/CCO; 01/2010-Present
- Cambridge Investment Research; Registered Representative; 04/2010-3/2011
- M Holdings Securities Inc.; Registered Representative; 08/2009-03/2010
- Sage Wealth Management, Inc.; President/Director of Investment Advisory Services; 01/2001-12/2009
- Prime Capital Services, Inc.; Registered Representative; 06/2002-08/2009

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Accredited Asset Management Specialist (AAMS): Accredited Asset Management Specialist(s) are licensed by the **College for Financial Planning** to use the AAMS mark. AAMS certification requirements are as follows:

- Successfully complete the program
 - Instructor led courses consist of twelve, 3-hour courses
 - An exam study preparation course
 - A financial calculator training course
 - Approximately 90 hours of self-study
- Pass the final exam within 4 hours
- Comply with the code of ethics
- Complete 16 hours of continuing education
- Abide by the Standards of Professional Conduct
- Pay a biennial renewal fee of \$75
- Twelve areas of study are as follows:
 - The Asset Management Process

- Investors, Policy & Change
- Risk, Return & Investment Performance
- Asset Allocation & Selection
- Investment Strategies
- Taxation of Investment Products
- Investment Opportunities for an Individual's Retirement
- Investment Considerations for Small-Business Owners
- Deferred Compensation & Other Benefit Plans for Key Executives
- Insurance Products for Investment Clients
- Estate Planning for Investment Clients
- Regulatory & Ethical Issues for the Investment Professional

Disciplinary Information

None to report

Other Business Activities Engaged In

Timothy Smith has a financial industry affiliated business as an insurance agent. From time to time, he will offer clients advice or products from this activity.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. Smith has a fiduciary responsibility to place the best interest of the client and clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

Performance Based Fee Description

Mr. Smith receives commissions on the insurance he sells, but he does not receive any performance based fees.

Supervision

Since Mr. Smith is the sole owner of Continuum Wealth Advisors, LLC. He is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Requirements for State-Registered Advisors

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None